

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)) Chapter 11
COMPUTE NORTH HOLDINGS, INC., <i>et al.</i> ¹)) Case No. 22-90273 (MI)
Debtors.)) (Joint Administration Requested)
)) (Emergency Hearing Requested)

**EMERGENCY EX PARTE APPLICATION
FOR ENTRY OF AN ORDER AUTHORIZING
THE EMPLOYMENT AND RETENTION OF EPIQ CORPORATE
RESTRUCTURING, LLC AS CLAIMS, NOTICING, AND SOLICITATION AGENT**

The Debtors file this emergency *ex parte* application to employ a claims, noticing, and solicitation agent (the “Application”):

Relief Requested

1. The Debtors seek entry of an order authorizing the Debtors to employ Epiq Corporate Restructuring, LLC (“Epiq”) as claims, noticing, and solicitation agent (the “Claims and Noticing Agent”) in accordance with the terms and conditions set forth in the engagement letter dated August 13, 2022 (the “Engagement Letter”) attached hereto as **Exhibit A**. The Application is supported by the *Declaration of Kate Mailloux in Support of Debtors’ Emergency Application for Entry of an Order Authorizing Employment and Retention of Epiq Corporate Restructuring, LLC as Claims, Noticing, and Solicitation Agent* (the “Mailloux Declaration”) attached hereto as **Exhibit B**.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Compute North Holdings, Inc. (4534); Compute North LLC (7185); CN Corpus Christi LLC (5551); CN Atoka LLC (4384); CN Big Spring LLC (4397); CN Colorado Bend LLC (4610); CN Developments LLC (2570); CN Equipment LLC (6885); CN King Mountain LLC (7190); CN Minden LLC (3722); CN Mining LLC (5223); CN Pledgor LLC (9871); Compute North Member LLC (8639); Compute North NC08 LLC (8069); Compute North NY09 LLC (5453); Compute North SD, LLC (1501); Compute North Texas LLC (1883); Compute North TX06 LLC (5921); and Compute North TX10 LLC (4238). The Debtors’ service address for the purposes of these chapter 11 cases is 7575 Corporate Way, Eden Prairie, Minnesota 55344.

2. Emergency consideration of this Application is requested to effectuate the Debtors' transition into bankruptcy and to immediately begin providing effective notice of pleadings and orders to interested parties.

Jurisdiction and Venue

3. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this Application pursuant to 28 U.S.C. § 1334.

4. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

5. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

Request to Employ Agent

6. The Debtors request approval to employ Epiq to serve as Claims and Noticing Agent in their chapter 11 cases to provide the services outlined in the Engagement Letter. The Debtors believe that Epiq’s employment is in the best interest of the estates.

7. Epiq’s rates are competitive and reasonable. Epiq has the expertise required in a complex chapter 11 case.

8. The Debtors request this Court authorize Epiq’s employment.

Compensation

9. The Debtors request that Epiq’s fees and expenses be paid as an administrative expense in the ordinary course of the Debtors’ business without further application or order of the Court. Should a dispute develop, the matter will be brought to the Court for resolution. Epiq agrees to maintain records of all services showing dates, categories of services, fees charged, and expenses incurred.

10. Epiq will provide a monthly invoice to the Debtors, Debtors’ counsel, the United States Trustee for the Southern District of Texas (the “U.S. Trustee”), counsel for any official

committee appointed in the Debtors' chapter 11 cases, and any party-in-interest who specifically requests service of the monthly invoices.

11. Prior to the Petition Date, the Debtors provided Epiq an advance in the amount of \$20,000. Epiq will apply these funds in accordance with the Engagement Letter.

Indemnification

12. The Debtors have agreed to indemnify Epiq as set forth in the Engagement Letter. Notwithstanding anything to the contrary, Epiq will not be indemnified for liability arising out of gross negligence, willful misconduct, and certain other matters identified in the proposed order.

Disinterestedness

13. Epiq has reviewed its database to determine whether it has any relationships with the Debtors' creditors and parties-in-interest. Except as disclosed in the Mailloux Declaration, Epiq represents that it neither holds nor represents any interest materially adverse to the Debtors' estates in connection with any matter on which it would be employed. To the best of the Debtors' knowledge, Epiq is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code. Epiq agrees that it will supplement its disclosure to the Court if any facts or circumstances are discovered that would require such additional disclosure.

The Debtors request that the Court grant the relief requested in this Application.

Dated: September 22, 2022
Houston, Texas

/s/ James T. Grogan III

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Proposed Counsel to the Debtors and Debtors in Possession

Certificate of Service

This Application is being filed *ex parte*. Service will only occur by notice on the Court's CM/ECF system.

/s/ James T. Grogan III

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